

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

WAYNE WELMON, Individually and on Behalf of all
others similarly situated,

Plaintiff,

vs.

CHICAGO BRIDGE & IRON CO. N.V., GERALD M.
GLENN, ROBERT B. JORDAN, and RICHARD E.
GOODRICH,

Defendants.

06-CV-01283 (JES)

**DECLARATION OF COLIN M. HUNTLEY IN SUPPORT OF
OPPOSITION TO PLAINTIFFS' MOTION FOR CLASS CERTIFICATION BY
DEFENDANTS CHICAGO BRIDGE & IRON CO. N.V. AND RICHARD E. GOODRICH**

I, COLIN M. HUNTLEY, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am an attorney with the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, counsel for defendants Chicago Bridge & Iron Co., N.V. ("CB&I) and Richard E. Goodrich.
2. I submit this declaration in support of the Opposition to Plaintiffs' Motion for Class Certification by CB&I and Goodrich in the above-captioned action.
3. Attached hereto are true and correct copies of the following documents, which are referenced in the Defendants' Opposition to Plaintiffs' Motion for Class Certification.

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| EXHIBIT A. | CB&I Press Release, dated Oct. 31, 2005 (Exhibit 99.1 to Form 8-K, dated Oct. 31, 2005). |
| EXHIBIT B. | CB&I Press Release, dated November 11, 2005 (Exhibit 99.1 to Form 8-K, dated Nov. 14, 2005). |
| EXHIBIT C. | Sanders Morris Harris Group Research Note, dated October 27, 2005. |
| EXHIBIT D. | Sidoti & Co. Report, dated October 31, 2005. |
| EXHIBIT E. | D.A. Davidson & Co. Report, dated October 31, 2005. |
| EXHIBIT F. | Fortis Investment Management N.V./S.A.'s Certification Pursuant to Federal Securities Laws, dated April 13, 2006. |
| EXHIBIT G. | Email from J. Gierveld to R. Stout, dated February 6, 2006, and certified translation of same by Language Innovations, LLC, dated March 28, 2007. |
| EXHIBIT H. | Metzler Investment GmbH's Certification Pursuant to Federal Securities Laws, dated April 12, 2006. |

- EXHIBIT I.** Transcript from the November 7, 2006 Motion to Dismiss Hearing in this matter.
- EXHIBIT J.** Letter from Robert M. Roseman to John F. Batter III, dated February 2, 2007.
- EXHIBIT K.** Mundy Note card from February 15, 2007 Deposition of Walter J. Mundy.
- EXHIBIT L.** Metzler Ireland, Ltd. "General Power of Attorney (Class Actions)," dated January 3, 2006.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 2, 2007.

/s/ Colin M. Huntley
Colin M. Huntley